

Forward 9 Community Development Co-operative Inc

Conflict of interest by law

By Law No.19

Passed by the Board of Director on ____August 10, 2010_

Confirm by the member on _October 18, 2010

1. What is conflict of interest?

Article 1.1

All directors, committees chairpersons and members, committee members, agents and employees must carry out their duties honestly, in good faith and in the best interest of the co-operative rather than in their personal interest. This includes following the co-op's by laws and Provincial legislation regarding conflict of interest.

Article 1.2

In this by-law, a person related to a director, officer, agent or employee means a parent, spouse, same sex partner, child, household member, sibling, uncle, aunt, nephew, cousin, niece, mother-in-law, father-in-law, sister-in-law, brother-in law, grandparent or a person with whom the director, officer, agent or employee has a business relationship.

Article 1.3

A Conflict of interest can **occur** when a director, officer, committee member

- Makes or takes part in a decision affecting the co-op's affairs and
- The result of such decision gives the person, or someone related to the person a financial or other benefit which the rest of the co-op members do not have, or which only a few other members have. This financial or other benefit may be direct or indirect.

Article 1.4

An employee or agent of the co-op can have a conflict of interest when

- The employee recommends, makes or takes part in a decision affecting the co-op's affairs and
- the result of such decision gives the employee or a person related to the employee a financial or other benefit. This financial or other benefit may be direct or indirect.

Article 1.5

Examples of conflict of interest are

- the co-op does business with a director or an employee of the co-op or a company in which the director or the employee or a person related to him or her has a financial interest or equity interest or stock

- someone living in the co-op or an employee is involved personally in procedure of discipline where they or someone related to them make the complaint, or someone related to them is being disciplined.
- the board gives out landscape/snow removal positions to friends or family without telling all members that such positions are available.

There are other types of conflict of interest. The co-op should deal with them by using principles contained in this by-law.

2. PROCEDURES

Article 2.1

The facts of each case are different, and careful judgment is needed to decide whether there is conflict of interest. Even a perception of conflict of interest could undermine the appearance of integrity and the credibility of the co-op's business practices and the government funding program.

Therefore, the board and members should follow the procedures below to determine if there is conflict and to deal with **such** conflict if it exists.

(a) when a director has or may have a conflict of interest

- The director must declare the conflict of interest, or possible conflict of interest, in writing at or before the board meeting as soon as possible after becoming aware of the conflict of interest or potential conflict of interest. This declaration must be recorded in the minutes of the meeting.
- If the director does not declare a conflict of interest or a possible conflict of interest, but another director is aware of one, the other director is obligated to bring it up at the meeting.

The board must consider the matter no later than the second meeting after the notice of conflict of interest was given. This discussion must be recorded in the minutes of the meeting.

The Board then decides if there is conflict of interest. If the board decides that there is conflict of interest the director cannot vote on the matter must not be present at any of the parts of meetings when the matter is discussed, and does not count in quorum for those parts of the meeting.

As set out in Article 6, the board must report its discussion of the matter including how it was resolved to the relationship manager within 30 days before next Board Meeting.

(b) Financial Conflict of interest

This paragraph applies in addition to paragraph 2.1 (a) if a director or officer has or may have a financial conflict of interest.

In the case of contracts or agreement the provisions of Article 4.2 apply.

Other financial conflict of interest may be approved if the board believes that there is no reasonable alternative that their decision is in the best interests of the co-op and is appropriate for a body that receives significant public funding.

When the board approves a financial conflict of interest they must report it at the next meeting of the members. As set out in Article 6, the board must also report the conflict of interest to the relationship manager within 30 days before next Board Meeting

This does not apply to payment for landscape/snow removal duties as set out in Article 4.3.

If the board does not approve the financial conflict of interest the minutes must show this.

(c) When a committee member has or may have conflict of interest

A Committee must follow the same procedure as the board if a committee member has or may have a conflict of interest. The matter can be appealed to the board if there is a dispute. The board's decision is final.

If the conflict of interest is financial it must be referred to the board. The board's decision is final.

(d) When an employee or agent has or may have a conflict of interest.

An employee or agent who has or may have a conflict of interest must report it to their board and follow the board's directions.

The manager/co-ordinator must report a conflict of interest to the staff liaison or to the president. The president or staff liaison will report it to the board. The manager/co-ordinator is obligated to follow the board's directions or to cause such directions to be followed

Where there are committees chairpersons and members of the co-op who are not directors, they are obligated to follow the same procedures as employees.

As set out in Article 6, the board must also report the conflict of interest to the relationship manager within 30 days before next Board Meeting.

(c) Members' conflict of interest

At members' meetings, all members can discuss and vote as they wish, even if they have a conflict of interest. However, members must declare the conflict of interest before taking part in the discussion. Members should try to act the best interests of the co-op as a whole.

These procedures are in addition to, and do not replace, the requirements of the provincial statutes or common law.

3 Avoiding conflict of interest

Article 3.1

The board will closely monitor its relationships, contracts, arrangements and agreements. It will not engage in any that may result in a conflict of interest unless the situation is resolved as set out in Article 2.

Article 3.2

The board will promote fair, open and objective business policies and practices in all its purchasing, contracting and hiring.

Article 3.3

The board and staff must follow the procedures set out in the Spending By-law.

4 Payment of directors

Article 4.1

Directors and committees chairpersons and members serve without payment of any kind. However, they have the right to be paid for relevant traveling or other expenses while doing business for the co-op as long as expenses are reasonable. The board must authorize these expenses. These expenses must meet any guidelines and limits set by the board. Directors cannot receive compensation for lost income while doing business for the co-op.

Article 4.2

Despite anything else in this by-law, directors and committees chairpersons and members, or people related to them, cannot enter into any contracts with the co-op other than contracts that are generally available to other members, such as occupancy or performance agreements.

Article 4.3

Directors and committees chairpersons and members hired by the co-op to a paid position must resign from office and/or board.

This does not apply to being the landscape/snow removal person the equivalent of one day or less a week.

5. Declarations

All directors and staff must sign the conflict of interest declaration (attached: Schedule A). Directors and staff will sign when they begin their term, and existing directors and staff will sign annually.

6. Information to the Relationship Manager (Agency)

Article 6.1

The board must report to the relationship manager the minutes of any meeting where the board discussed a conflict of interest or a potential conflict of interest. The minutes must

- record the board's decisions
- record the options the board considered
- show how the decision was in the best interest of the co-op
- Show how the decision was appropriate for a body that receives significant public funding.

The minutes must also record the Board's acknowledgement that its decision is subject to the approval of the relationship manager within 30 days before the next board meeting.

Article 5.2

If a director re-elected to a new term of office, the director must sign conflict of interest declaration again.

Schedule A

Conflict of Interest Declaration

(Board of Directors and Staff)

Forward 9 Community Development Co-Operative

I agree that I will act honestly, in good faith, and in the best interest of the co-op. I must avoid conflicts of interest, both direct and indirect. I will always put the interests of the co-op before my personal interests. I promise to declare in writing any possible conflict of interest that I have, or may have, in connection with any co-op contract, business or proposed business as soon as it occurs. I understand that the obligations and limitations regarding conflict of interest also apply to all persons in all household and to my relatives. The board will deal with conflict of interest using the procedures set out in the Conflict of Interest by Law

Print Name

Signature

Date